

PROVIDENT FINANCIAL HOLDINGS INC
 Form 4
 March 17, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Weiant David

2. Issuer Name and Ticker or Trading Symbol
 PROVIDENT FINANCIAL HOLDINGS INC [PROV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3756 CENTRAL AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/17/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Vice President

RIVERSIDE, CA 92506

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, Par Value \$0.01	03/17/2017		M		20,000	A	\$ 7.43
					39,466 ⁽¹⁾	D	
Common Stock, Par Value \$0.01	03/17/2017		S		20,000	D	\$ 18.7
					19,466 ⁽¹⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Option to Purchase Common Stock	\$ 7.43	03/17/2017		M	20,000	06/20/2013 06/20/2021	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Weiant David 3756 CENTRAL AVENUE RIVERSIDE, CA 92506	Director 10% Owner Officer Senior Vice President Other

Signatures

/s/David S.
Weiant

03/17/2017

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The ownership of 19,466 shares includes 6,250 shares from the restricted stock award granted on September 30, 2014 from the 2010

(1) Equity Incentive Plan with 6,250 shares vesting on September 30, 2018; and, indirect ownership of 6,920 shares in Mr. Weiant's Employee Stock Ownership Plan account.

Previously, Mr. Weiant has been granted 50,000 options to acquire 50,000 shares of common stock under Provident's 2003 Stock Option

(2) Plan. The options are currently exercisable and expire on July 26, 2017. Mr. Weiant has also been granted 17,500 options to acquire 17,500 shares of common stock under Provident's 2010 Equity Incentive Plan with 50% currently exercisable and the remaining 50% exercisable on September 30, 2018, all of which expire on September 30, 2024.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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